

Corporation

2655 Campus Drive  
Suite 200  
San Mateo, CA  
94403-2573

415/573-1200  
Fax  
415/573-5669

3-130A048

RECORDATION NO. 18193-B FILED 1408

MAY 10 1993 10:50 AM

**CITICORP**

INTERSTATE COMMERCE COMMISSION  
May 3, 1993

Ms. Mildred Lee  
Interstate Commerce Commission  
12th & Constitution Ave., N.W., Room 2303  
Washington, D.C. 20423

Dear Ms. Lee:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed one fully executed original and two certified copies of a Bill of Sale, dated as of April 15, 1993, executed by Johnstown America Corporation.

The enclosed Bill of Sale is to be filed to transfer the ownership of 120 new Aluminum BethGon Coalporter Cars numbered 1221 (inclusive), 1233 - 1347 (inclusive) and 1349 - 1352 (inclusive) from Johnstown America Corporation to BLC Corporation, as Purchaser.

In connection with the recording of the above mentioned Bill of Sale, please note the following information:

- (i) Name and address of Lessor/Purchaser: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403
- (ii) Name and address of Lessee: Commonwealth Edison Company, One First National Plaza, 10 South Dearborn, 38th Floor, Chicago, Illinois 60690
- (iii) General description of Equipment covered by the Master Leasing Agreement: 1,450 new 121-ton aluminum-sided, rotary dump coal gondola cars
- (v) Previous filings with the Interstate Commerce Commission covering the Equipment:

Document:

Master Leasing Agreement, dated as of March 1, 1993, between BLC Corporation and Commonwealth Edison Company

Recordation Date:

April 9, 1993

Recordation Number:

18193

MAY 10 10 44 AM '93  
MOTOR OPERATING UNIT

May 3, 1993  
Page 2

<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation	April 9, 1993	18193A

Enclosed is a check in the amount of \$16.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them to my attention.

If you require further information to complete this filing, please feel free to contact me at (800) 227-6516.

Thank you for your assistance in this matter.

Sincerely yours,



Lori A. Stoneback  
Legal Assistant -  
Contract Administration

/las  
Enclosures

cc: Edmond P. Browne (w/o encl.)  
Curt A. Schultz, Esq.

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/10/93

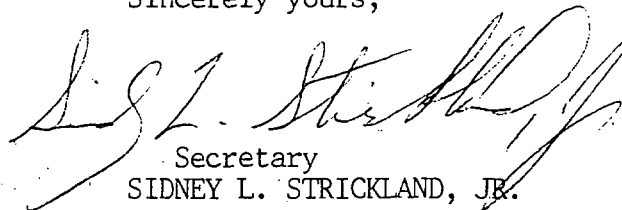
OFFICE OF THE SECRETARY

**Lori A Stoneback**  
**Legal Assistant**  
**Bl&Corporation**  
**2655 Campus Drive**  
**Suite 200**  
**San Mateo, CA. 94403-2573**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **5/10/93** at **10:50am**, and assigned  
recordation number(s). **18193-B**

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

①

2/16/94

RECORDATION NO. 18193 B FILED 1425

MAY 10 1993 10:00 AM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

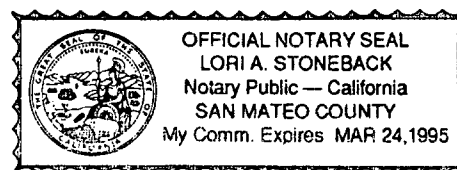
I, Curt A. Schultz, Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of the Bill of Sale, dated as of April 15, 1993, by and between Johnstown America Corporation, as vendor, and BLC Corporation, as purchaser.

By Curt A. Schultz  
Curt A. Schultz, Secretary

Date: May 3, 1993

Subscribed and sworn to before  
me this 3rd day of May, 1993.

Lori A. Stoneback  
Notary Public



MAY 10 1993 10:50 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Johnstown America Corporation, a Delaware corporation (hereinafter called the "Vendor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and set over to the BLC Corporation (hereinafter called the "Purchaser") all right, title and interest of the Vendor in and to the railroad equipment described in Schedule A attached hereto (hereinafter called the "Equipment").

The Vendor hereby warrants to the Purchaser, its successors and assigns, that on the date hereof the Vendor had legal title in and to each unit Equipment and good and lawful right to sell the same, that title to each unit of Equipment on such date was free from all claims, liens, encumbrances, security interests and rights of others of any nature (collectively the "Liens") other through or under the Purchaser, and that the Vendor will defend such title to the Equipment forever against all adverse claims and demands whatsoever.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, this 15<sup>TH</sup> day of APRIL 1993 .

JOHNSTOWN AMERICA CORPORATION

By Michael P. Siska, Jr.  
Michael P. Siska, Jr.  
Director, Marketing and  
Sales Administration

SCHEDULE A TO BILL OF SALE

<u>Description</u>	<u>Units</u>	<u>Car Numbers</u>
New Aluminum		1221 Inclusive
BethGon	120	1233 - 1347 Inclusive
Coalporter Cars		1349 - 1352 Inclusive

# CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 ( the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 17

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1221</u>	<u>44000</u>	<u>1246</u>	<u>43800</u>
<u>1233</u>	<u>44000</u>	<u>1247</u>	<u>43900</u>
<u>1234</u>	<u>44000</u>	<u>1248</u>	<u>43900</u>
<u>1235</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1236</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1237</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1238</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1239</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1240</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1241</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1242</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1243</u>	<u>44100</u>	<u>          </u>	<u>          </u>
<u>1244</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1245</u>	<u>43900</u>	<u>          </u>	<u>          </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
\_\_\_\_\_  
Authorized Representative of Purchaser



# **CERTIFICATE OF INSPECTION AND ACCEPTANCE**

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 ( the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 23

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1249</u>	<u>43800</u>	<u>1263</u>	<u>44000</u>
<u>1250</u>	<u>43800</u>	<u>1264</u>	<u>43900</u>
<u>1251</u>	<u>43900</u>	<u>1265</u>	<u>43900</u>
<u>1252</u>	<u>43800</u>	<u>1266</u>	<u>43800</u>
<u>1253</u>	<u>44000</u>	<u>1267</u>	<u>44000</u>
<u>1254</u>	<u>43700</u>	<u>1268</u>	<u>44000</u>
<u>1255</u>	<u>43800</u>	<u>1269</u>	<u>43800</u>
<u>1256</u>	<u>44100</u>	<u>1270</u>	<u>43900</u>
<u>1257</u>	<u>43900</u>	<u>1271</u>	<u>43900</u>
<u>1258</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1259</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1260</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1261</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1262</u>	<u>43900</u>	<u>          </u>	<u>          </u>

**EXHIBIT C**

**CERTIFICATE OF INSPECTION AND ACCEPTANCE**

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
\_\_\_\_\_  
Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

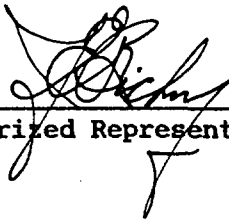
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1272</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1273</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1274</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1275</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1276</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1277</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1278</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1279</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1280</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1281</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1282</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1283</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**EXHIBIT C**

**CERTIFICATE OF INSPECTION AND ACCEPTANCE**

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
\_\_\_\_\_  
Authorized Representative of Purchaser

# CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 ( the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
1284	43900		
1285	43900		
1286	43900		
1287	43800		
1288	43900		
1289	43800		
1290	44000		
1291	43900		
1292	44000		
1293	43900		
1294	43900		
1295	43900		

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Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 11

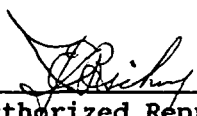
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1296</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1297</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1299</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1300</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1301</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1302</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1303</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1304</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1305</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1306</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1307</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**EXHIBIT C**

**CERTIFICATE OF INSPECTION AND ACCEPTANCE**

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
\_\_\_\_\_  
Authorized Representative of Purchaser



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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

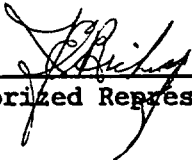
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
1308	43800		
1309	43900		
1310	43800		
1311	43900		
1312	44000		
1313	44100		
1314	43900		
1315	43900		
1316	44000		
1317	43900		
1318	43900		
1319	43800		

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 13

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1298</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1320</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1321</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1322</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1323</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1324</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1325</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1326</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1327</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1328</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1329</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1330</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1331</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

**EXHIBIT C**

**CERTIFICATE OF INSPECTION AND ACCEPTANCE**

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
\_\_\_\_\_  
Authorized Representative of Purchaser

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2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

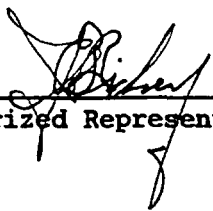
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
1332	44000		
1333	43900		
1334	43800		
1335	44000		
1336	43900		
1337	43800		
1338	43900		
1339	43800		
1340	43800		
1341	43900		
1342	43800		
1343	44000		

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

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2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 8

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1344</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1345</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>1346</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1347</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1349</u>	<u>44000</u>	<u>          </u>	<u>          </u>
<u>1350</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1351</u>	<u>43900</u>	<u>          </u>	<u>          </u>
<u>1352</u>	<u>43800</u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
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<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

  
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Authorized Representative of Purchaser